

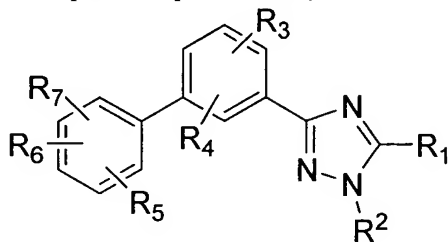
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1 to 36. (canceled)

37. (new) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

R¹ is

(a) H;

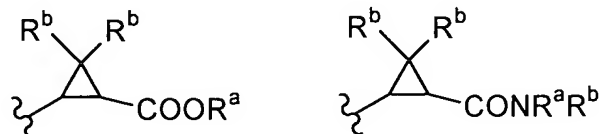
(b) -C₆-alkyl, C₂-C₄-alkenyl, C₂-C₄-alkynyl, C₃-C₆-cycloalkyl, or C₁-C₄-alkyl-[C₃-C₆-cycloalkyl], any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, O-CONR^aR^b, NR^aR^b, N(R^a)CONR^aR^b, COO-(C₁-C₄)alkyl, COOH, CN, CONR^aR^b, SO₂NR^aR^b, N(R^a)SO₂NR^aR^b, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

(c) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;

(d) NO₂;

(e) NR^aR^b, -N(COR^a)R^b, -N(SO₂R^a)R^b, -N(R^a)CON(R^a)₂, -N(R^a)SO₂R^a, -N(OR^a)CONR^aR^b, or -N(R^a)SO₂N(R^a)₂;

- (f) $-\text{CH}(\text{OR}^a)\text{R}^a$, $-\text{C}(\text{OR}^b)\text{CF}_3$, $-\text{CH}(\text{NHR}^b)\text{R}^a$, $-\text{C}(=\text{O})\text{R}^a$, $\text{C}(=\text{O})\text{CF}_3$, $-\text{SOCH}_3$, $-\text{SO}_2\text{CH}_3$, COOR^a , CN , CONR^aR^b , $-\text{COCONR}^a\text{R}^b$, $-\text{SO}_2\text{NR}^a\text{R}^b$, $-\text{CH}_2\text{O}-\text{SO}_2\text{NR}^a\text{R}^b$, $\text{SO}_2\text{N}(\text{R}^a)\text{OR}^a$, $-\text{C}(=\text{NH})\text{NH}_2$, $-\text{CR}^a=\text{N}-\text{OR}^a$, $\text{CH}=\text{CHCONR}^a\text{R}^b$;
- (g) $-\text{CONR}^a(\text{CH}_2)_{0-2}\text{C}(\text{R}^a)(\text{R}^b)(\text{CH}_2)_{0-2}\text{CONR}^a\text{R}^b$;
- (h) tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidazolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 independent substituents selected from i) F, Cl, Br, I, ii) $-\text{CN}$, iii) $-\text{NO}_2$, iv) $-\text{C}(=\text{O})\text{R}^a$, v) C_1-C_6 -alkyl, vi) $-\text{O}-\text{R}^a$, vii) $-\text{NR}^a\text{R}^b$, viii) $-\text{C}_0-\text{C}_4$ -alkyl $-\text{CO}-\text{O}-\text{R}^a$, ix) $-(\text{C}_0-\text{C}_4\text{-alkyl})-\text{NH}-\text{CO}-\text{OR}^a$, x) $-(\text{C}_0-\text{C}_4\text{-alkyl})-\text{CO}-\text{NR}^a\text{R}^b$, xi) $-\text{S}(\text{O})_{0-2}\text{R}^a$, xii) $-\text{SO}_2\text{NR}^a\text{R}^b$, xiii) $-\text{NHSO}_2\text{R}^a$, xiv) $-\text{C}_1-\text{C}_4$ -perfluoroalkyl, and xv) $-\text{O}-\text{C}_1-\text{C}_4$ -perfluoroalkyl;
- (i) $-\text{C}(\text{R}^a)=\text{C}(\text{R}^b)-\text{COOR}^a$, or $-\text{C}(\text{R}^a)=\text{C}(\text{R}^b)-\text{CONR}^a\text{R}^b$;
- (j)



- (k) piperidin-1-yl, morpholin-4-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-substituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from i) $-\text{CN}$, ii) $-\text{C}(=\text{O})(\text{R}^a)$, iii) C_1-C_6 -alkyl, iv) $-\text{OR}^a$, v) $-\text{NR}^a\text{R}^b$, vi) $-\text{C}_0-\text{C}_4$ -alkyl $-\text{CO}-\text{OR}^a$, vii) $-(\text{C}_0-\text{C}_4\text{-alkyl})-\text{NH}-\text{CO}-\text{OR}^a$, viii) $-(\text{C}_0-\text{C}_4\text{-alkyl})-\text{CON}(\text{R}^a)(\text{R}^b)$, ix) $-\text{SR}^a$, x) $-\text{S}(\text{O})_{0-2}\text{R}^a$, xi) $-\text{SO}_2\text{N}(\text{R}^a)(\text{R}^b)$, xii) $-\text{NR}^a\text{SO}_2\text{R}^a$, xiii) $-\text{C}_1-\text{C}_4$ -perfluoroalkyl and xiv) $-\text{O}-\text{C}_1-\text{C}_4$ -perfluoroalkyl;

R^a is

- (a) H;
- (b) C_1-C_4 -alkyl, optionally substituted with one or more of the following substituents: F, CF_3 , OH, $\text{O}-(\text{C}_1-\text{C}_4)\text{alkyl}$, $\text{S}(\text{O})_{0-2}-(\text{C}_1-\text{C}_4)\text{alkyl}$, $-\text{OCONH}_2$, $-\text{OCONH}(\text{C}_1-\text{C}_4\text{alkyl})$, $-\text{OCON}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl})$, $-\text{OCONHC}_1-\text{C}_4\text{alkyl-aryl}$, $-\text{OCON}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl-aryl})$, NH_2 , $\text{NH}(\text{C}_1-\text{C}_4\text{alkyl})$, $\text{N}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl})$, $\text{NH}(\text{C}_1-\text{C}_4\text{alkyl-aryl})$, $\text{N}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl-aryl})$, NHCONH_2 , $\text{NHCONH}(\text{C}_1-\text{C}_4\text{alkyl})$, $\text{NHCONH}(\text{C}_1-\text{C}_4\text{alkyl-aryl})$, $-\text{NHCON}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl})$, $\text{NHCON}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl-aryl})$, $\text{N}(\text{C}_1-\text{C}_4\text{alkyl})\text{CON}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl})$, $\text{N}(\text{C}_1-\text{C}_4\text{alkyl})\text{CON}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl-aryl})$, $\text{COO}-(\text{C}_1-\text{C}_4\text{-alkyl})$, COOH , CN , CONH_2 , $\text{CONH}(\text{C}_1-\text{C}_4\text{alkyl})$, $\text{CON}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl})$, SO_2NH_2 , $\text{SO}_2\text{NH}(\text{C}_1-\text{C}_4\text{alkyl})$, $\text{SO}_2\text{NH}(\text{C}_1-\text{C}_4\text{alkyl-aryl})$, $\text{SO}_2\text{N}(\text{C}_1-\text{C}_4\text{alkyl})(\text{C}_1-\text{C}_4\text{alkyl})$, NHSO_2NH_2 , $-\text{C}(=\text{NH})\text{NH}_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl,

isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;

- (c) C₀-C₄-alkyl-(C₁-C₄)-perfluoroalkyl; or
- (d) -C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(C₁-C₄-alkyl), v) -O(C₁-C₄-alkyl), vi) -N(C₁-C₄-alkyl)(C₁-C₄-alkyl), vii) -C₁-10alkyl, and viii) -C₁-10alkyl, wherein one or more of the alkyl carbons can be replaced by a -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

R^b is

- (a) H; or
- (b) C₁-C₆-alkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, -OCONH₂, -OCONH(C₁-C₄alkyl), NH₂, NH(C₁-C₄alkyl), N(C₁-C₄alkyl)(C₁-C₄alkyl), NHCONH₂, NHCONH(C₁-C₄alkyl), -NHCON(C₁-C₄alkyl)(C₁-C₄alkyl), COO-(C₁-C₄-alkyl), COOH, CN, or CONH₂;

R² is:

- (a) H;
- (b) -C₁-C₄-alkyl, -C₃-C₆-cycloalkyl or -C₁-C₄-alkyl-(C₃-C₆)-cycloalkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, O-CONR^aR^b, NR^aR^b, N(R^a)CONR^aR^b, COO-(C₁-C₄)alkyl, COOH, CN, CONR^aR^b, SO₂NR^aR^b, N(R^aR^b)SO₂NR^aR^b, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;
- (d) aryl or -(C₁-C₄-alkyl)-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁-10alkyl, and xiv) -C₁-10alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-

C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
(e) -C(=O)(R^a), -CONR^aR^b, -COO-(C₁-C₄)alkyl, -SO₂R^a, -SO₂N(R^a)(R^b);

R³ and R⁴ each independently is:

- (a) H;
- (b) -C₁-C₆-alkyl, -C₂-C₆-alkenyl, -C₂-C₆-alkynyl or -C₃-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, -O-(C₁-C₄)alkyl, CN, -N(R^a)(R^b), -N(R^a)CO-(C₁-C₄)alkyl, COOR^b, CON(R^a)(R^b) or phenyl;
- (c) -O-C₀-C₆-alkyl, -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
- (d) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl, or -O-C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl; or
- (e) CN, NH₂, NO₂, F, Cl, Br, I, OH, OCON(R^a)(R^b) O(C₁-C₄-alkyl)CONR^aR^b, -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-; and

R⁵ is attached at the ortho position and is:

- (a) C₁-C₆-alkyl, C₂-C₄-alkenyl, C₂-C₄-alkynyl or C₃-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, OCON(R^a)(R^b), NR^aR^b, COOR^a, CN, CONR^aR^b, N(R^aR^b)CONR^aR^b, N(R^aR^b)SO₂NR^aR^b, SO₂NR^aR^b, S(O)₀₋₂(C₁-C₄-alkyl), -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl,

thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

- (b) -O-C₁-C₆-alkyl, -O-C₃-C₆-cycloalkyl, -S-C₁-C₆-alkyl or -S-C₃-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, NH₂, NH(C₁-C₄-alkyl), N(C₁-C₄-alkyl)₂, COOH, CN, CONH₂, CONH(C₁-C₄-alkyl), CONH(C₁-C₄-alkyl)₂, SO₂NH₂, SO₂NH(C₁-C₄-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (c) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl, or -O-C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;
- (d) -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C; or
- (e) CN, N(R^a)(R^b), NO₂, F, Cl, Br, I, -OR^a, -SR^a, -OCON(R^a)(R^b), -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), -N(R^a)CON(R^a)(R^b), -N(R^a)SO₂N(R^a)(R^b), -C(OR^b)R^a, -C(OR^a)CF₃, -C(NHR^a)CF₃, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -NHSO₂(C₁₋₆-alkyl), -NHSO₂-aryl, SO₂N(R^a)(R^b), -CH₂OSO₂N(R^a)(R^b), SO₂N(R^b)-OR^a, -C(=NH)NH₂, -CR_a=N-OR_a, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C;

R⁶ and R⁷ each independently is:

- (a) H;
- (b) C₁-C₆-alkyl, C₂-C₄-alkenyl, C₂-C₄-alkynyl or C₃-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, OCON(R^a)(R^b), NR^aR^b,

COOR^a, CN, CONR^aR^b, N(R^aR^b)CONR^aR^b, N(R^aR^b)SO₂NR^aR^b, SO₂NR^aR^b, S(O)_{0.2}(C₁-C₄-alkyl), -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

- (c) -O-C₁-C₆-alkyl, -O-C₃-C₆-cycloalkyl, -S-C₁-C₆-alkyl or -S-C₃-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, NH₂, NH(C₁-C₄-alkyl), N(C₁-C₄-alkyl)₂, COOH, CN, CONH₂, CONH(C₁-C₄-alkyl), CONH(C₁-C₄-alkyl)₂, SO₂NH₂, SO₂NH(C₁-C₄-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (d) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl, or -O-C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;
- (e) -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)_{0.2}R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)_{1.2}-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
- (f) CN, N(R^a)(R^b), NO₂, F, Cl, Br, I, -OR^a, -SR^a, -OCON(R^a)(R^b), -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), -N(R^a)CON(R^a)(R^b), -N(R^a)SO₂N(R^a)(R^b), -C(OR^b)R^a, -C(OR^a)CF₃, -C(NHR^a)CF₃, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -NHSO₂(C₁₋₆-alkyl), -NHSO₂-aryl, SO₂N(R^a)(R^b), -CH₂OSO₂N(R^a)(R^b), SO₂N(R^b)-OR^a, -C(=NH)NH₂, -CR_a=N-OR_a, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)_{0.2}R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)_{1.2}-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

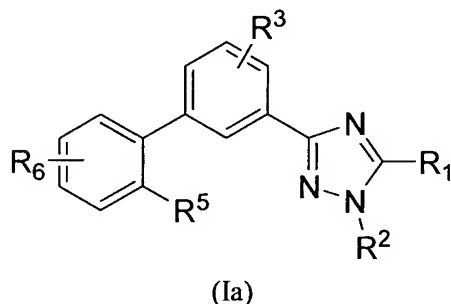
with the proviso that when R⁵ and R⁶ are present on adjacent carbon atoms, R⁵ and R⁶, together with the benzene ring to which they are attached, may form a bicyclic aromatic ring selected from naphthyl, indolyl, quinolyl, isoquinolyl, quinoxalyl, benzofuryl, benzothienyl, benzoxazolyl,

benzothiazolyl, and benzimidazolyl, any of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) -NO₂, iv) -CHO, v) -O-C₁₋₄alkyl, vi) -N(C₀₋₄alkyl)(C₀₋₄alkyl), vii) -C₀₋₄alkyl-CO-O(C₀₋₄alkyl), viii) -(C₀₋₄alkyl)-NH-CO-O(C₀₋₄alkyl), ix) -(C₀₋₄alkyl)-CO-N(C₀₋₄alkyl)(C₀₋₄alkyl), x) -S(C₀₋₄alkyl), xi) -S(O)(C₁₋₄alkyl), xii) -SO₂(C₀₋₄alkyl), xiii) -SO₂N(C₀₋₄alkyl)(C₀₋₄alkyl), xiv) -NHSO₂(C₀₋₄alkyl)(C₀₋₄alkyl), xv) -C₁₋₁₀alkyl and xvi) -C₁₋₁₀alkyl in which one or more of the carbons can be replaced by a -N(C₀₋₆alkyl)-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(C₀₋₆alkyl)-, -N(C₀₋₆alkyl)-C(O)-, -N(C₀₋₆alkyl)-C(O)-N(C₀₋₆alkyl)-, -C(O)-, -CH(OH), -C=C-, or -C≡C-.

38. (new) The compound according to Claim 37 wherein R⁵ is -OR^a.

39 (new) The compound according to Claim 37 wherein R¹ is optionally substituted C₁-C₆-alkyl, optionally substituted C₃-C₆-cycloalkyl, -C(=O)R^a or CONR^aR^b.

40. (new) The compound according to Claim 37 of the Formula Ia:

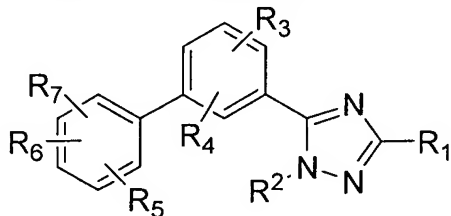


or pharmaceutically acceptable salts thereof, wherein

R¹ is optionally substituted C₁-C₆-alkyl, optionally substituted C₃-C₆-cycloalkyl, -C(=O)R^a or CONR^aR^b, and

R⁵ is -OR^a or -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl.

41. (new) A compound represented by Formula (II):

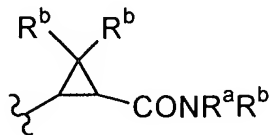
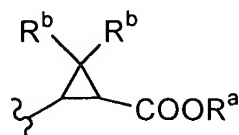


(II)

or a pharmaceutically acceptable salt thereof, wherein

R¹ is

- (a) H;
- (b) -C₆-alkyl, C₂-C₄-alkenyl, C₂-C₄-alkynyl, C₃-C₆-cycloalkyl, or C₁-C₄-alkyl-[C₃-C₆-cycloalkyl], any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, O-CONR^aR^b, NR^aR^b, N(R^a)CONR^aR^b, COO-(C₁-C₄)alkyl, COOH, CN, CONR^aR^b, SO₂NR^aR^b, N(R^a)SO₂NR^aR^b, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;
- (d) NO₂;
- (e) NR^aR^b, -N(COR^a)R^b, -N(SO₂R^a)R^b, -N(R^a)CON(R^a)₂, -N(R^a)SO₂R^a, -N(OR^a)CONR^aR^b, or -N(R^a)SO₂N(R^a)₂;
- (f) -CH(OR^a)R^a, -C(OR^b)CF₃, -CH(NHR^b)R^a, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, COOR^a, CN, CONR^aR^b, -COCONR^aR^b, -SO₂NR^aR^b, -CH₂O-SO₂NR^aR^b, SO₂N(R^a)OR^a, -C(=NH)NH₂, -CR^a=N-OR^a, CH=CHCONR^aR^b;
- (g) -CONR^a(CH₂)₀₋₂C(R^a)(R^b)(CH₂)₀₋₂CONR^aR^b;
- (h) tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidazolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 independent substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)R^a, v) C₁-C₆-alkyl, vi) -O-R^a, vii) -NR^aR^b, viii) -C₀-C₄-alkyl -CO-O R^a, ix) -(C₀-C₄-alkyl)-NH-CO-OR^a, x) -(C₀-C₄-alkyl)-CO-NR^aR^b, xi) -S(O)₀₋₂R^a, xii) -SO₂NR^aR^b, xiii) -NHSO₂R^a, xiv) -C₁-C₄-perfluoroalkyl, and xv) -O-C₁-C₄-perfluoroalkyl;
- (i) -C(R^a)=C(R^b)-COOR^a, or -C(R^a)=C(R^b)-CONR^aR^b;
- (j)



- (k) piperidin-1-yl, morpholin-4-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-substituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from i) -CN, ii) -C(=O)(R^a), iii) C₁-C₆-alkyl, iv) -OR^a, v) -NR^aR^b, vi) -C₀-C₄-alkyl-CO-OR^a, vii) -(C₀-C₄-alkyl)-NH-CO-OR^a, viii) -(C₀-C₄-alkyl)-CON(R^a)(R^b), ix) -SR^a, x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a xiii) -C₁-C₄-perfluoroalkyl and xiv) -O-C₁-C₄-perfluoroalkyl;

R^a is

- (a) H;
- (b) C₁-C₄-alkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, -OCONH₂, -OCONH(C₁-C₄alkyl), -OCON(C₁-C₄alkyl)(C₁-C₄alkyl), -OCONHC₁-C₄alkyl-aryl, -OCON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), NH₂, NH(C₁-C₄alkyl), N(C₁-C₄alkyl)(C₁-C₄alkyl), NH(C₁-C₄alkyl-aryl), N(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), NHCONH₂, NHCONH(C₁-C₄alkyl), NHCONH(C₁-C₄alkyl-aryl), -NHCON(C₁-C₄alkyl)(C₁-C₄alkyl), NHCON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), N(C₁-C₄alkyl)CON(C₁-C₄alkyl)(C₁-C₄alkyl), N(C₁-C₄alkyl)CON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), COO-(C₁-C₄-alkyl), COOH, CN, CONH₂, CONH(C₁-C₄alkyl), CON(C₁-C₄alkyl)(C₁-C₄alkyl), SO₂NH₂, SO₂NH(C₁-C₄alkyl), SO₂NH(C₁-C₄alkyl-aryl), SO₂N(C₁-C₄alkyl)(C₁-C₄alkyl), NHSO₂NH₂, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) C₀-C₄-alkyl-(C₁-C₄)-perfluoroalkyl; or
- (d) -C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(C₁-C₄-alkyl), v) -O(C₁-C₄-alkyl), vi) -N(C₁-C₄-alkyl)(C₁-C₄-alkyl), vii) -C₁₋₁₀alkyl, and viii) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

R^b is

- (a) H; or
- (b) C₁-C₆-alkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, -OCONH₂, -OCONH(C₁-C₄alkyl), NH₂, NH(C₁-C₄alkyl), N(C₁-C₄alkyl)(C₁-C₄alkyl), NHCONH₂, NHCONH(C₁-C₄alkyl), -NHCON(C₁-C₄alkyl)(C₁-C₄alkyl), COO-(C₁-C₄-alkyl), COOH, CN, or CONH₂;

R² is:

- (a) H;
- (b) -C₁-C₄-alkyl, -C₃-C₆-cycloalkyl or -C₁-C₄-alkyl-(C₃-C₆)-cycloalkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, O-CONR^aR^b, NR^aR^b, N(R^a)CONR^aR^b, COO-(C₁-C₄)alkyl, COOH, CN, CONR^aR^b, SO₂NR^aR^b, N(R^aR^b)SO₂NR^aR^b, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;
- (d) aryl or -(C₁-C₄-alkyl)-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
- (e) -C(=O)(R^a), -CONR^aR^b, -COO-(C₁-C₄)alkyl, -SO₂R^a, -SO₂N(R^a)(R^b);

R³ and R⁴ each independently is:

- (a) H;
- (b) -C₁-C₆-alkyl, -C₂-C₆-alkenyl, -C₂-C₆-alkynyl or -C₃-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, -O-(C₁-C₄)alkyl, CN, -N(R^a)(R^b), -N(R^a)CO-(C₁-C₄)alkyl, COOR^b, CON(R^a)(R^b) or phenyl;
- (c) -O-C₀-C₆-alkyl, -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

- (d) $-C_0-C_4\text{-alkyl-}C_1-C_4\text{-perfluoroalkyl}$, or $-O-C_0-C_4\text{-alkyl-}C_1-C_4\text{-perfluoroalkyl}$; or
- (e) CN , NH_2 , NO_2 , F , Cl , Br , I , OH , $OCON(R^a)(R^b)$, $O(C_1-C_4\text{-alkyl})CONR^aR^b$, $-OSO_2N(R^a)(R^b)$, $COOR^b$, $CON(R^a)(R^b)$, or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F , Cl , Br , I , ii) $-CN$, iii) $-NO_2$, iv) $-C(=O)(R^a)$, v) $-OR^a$, vi) $-NR^aR^b$, vii) $-C_0\text{-}4\text{alkyl-CO-OR}^a$, viii) $-(C_0\text{-}4\text{alkyl})\text{-NH-CO-OR}^a$, ix) $-(C_0\text{-}4\text{alkyl})\text{-CO-N}(R^a)(R^b)$, x) $-S(O)_{0.2}R^a$, xi) $-SO_2N(R^a)(R^b)$, xii) $-NR^aSO_2R^a$, xiii) $-C_{1-10}\text{alkyl}$, and xiv) $-C_{1-10}\text{alkyl}$, wherein one or more of the alkyl carbons can be replaced by a $-NR^a$ -, $-O$ -, $-S(O)_{1.2}$ -, $-O-C(O)$ -, $-C(O)-O$ -, $-C(O)-N(R^a)$ -, $-N(R^a)-C(O)$ -, $-N(R^a)-C(O)-N(R^a)$ -, $-C(O)$ -, $-CH(OH)$ -, $-C=C$ -, or $-C\equiv C$;

R^5 is attached at the ortho position and is:

- (a) $C_1-C_6\text{-alkyl}$, $C_2-C_4\text{-alkenyl}$, $C_2-C_4\text{-alkynyl}$ or $C_3-C_6\text{-cycloalkyl}$, any of which is optionally substituted with one or more of the following substituents: F , CF_3 , OH , $O-(C_1-C_4)\text{alkyl}$, $OCON(R^a)(R^b)$, NR^aR^b , $COOR^a$, CN , $CONR^aR^b$, $N(R^aR^b)CONR^aR^b$, $N(R^aR^b)SO_2NR^aR^b$, $SO_2NR^aR^b$, $S(O)_{0.2}(C_1-C_4\text{-alkyl})$, $-C(=NH)NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (b) $-O-C_1-C_6\text{-alkyl}$, $-O-C_3-C_6\text{-cycloalkyl}$, $-S-C_1-C_6\text{-alkyl}$ or $-S-C_3-C_6\text{-cycloalkyl}$, any of which is optionally substituted with one or more of the following substituents: F , CF_3 , OH , $O-(C_1-C_4)\text{alkyl}$, NH_2 , $NH(C_1-C_4\text{-alkyl})$, $N(C_1-C_4\text{-alkyl})_2$, $COOH$, CN , $CONH_2$, $CONH(C_1-C_4\text{-alkyl})$, $CONH(C_1-C_4\text{-alkyl})_2$, SO_2NH_2 , $SO_2NH(C_1-C_4\text{-alkyl})$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (c) $-C_0-C_4\text{-alkyl-}C_1-C_4\text{-perfluoroalkyl}$, or $-O-C_0-C_4\text{-alkyl-}C_1-C_4\text{-perfluoroalkyl}$;
- (d) $-O\text{-aryl}$, or $-O-C_1-C_4\text{-alkyl-aryl}$, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F , Cl , Br , I , ii) $-CN$, iii) $-NO_2$, iv) $-C(=O)(R^a)$, v) $-OR^a$, vi) $-NR^aR^b$, vii) $-C_0\text{-}4\text{alkyl-CO-OR}^a$, viii) $-(C_0\text{-}4\text{alkyl})\text{-NH-CO-OR}^a$, ix) $-(C_0\text{-}4\text{alkyl})\text{-CO-N}(R^a)(R^b)$, x) $-S(O)_{0.2}R^a$, xi) $-SO_2N(R^a)(R^b)$, xii) $-NR^aSO_2R^a$, xiii) $-C_{1-10}\text{alkyl}$, and xiv) $-C_{1-10}\text{alkyl}$, wherein one or more of the alkyl carbons can be replaced by a $-NR^a$ -, $-O$ -, $-S(O)_{1.2}$ -, $-O-C(O)$ -, $-C(O)-O$ -, $-C(O)-N(R^a)$ -, $-N(R^a)-C(O)$ -, $-N(R^a)-C(O)-N(R^a)$ -, $-C(O)$ -, $-CH(OH)$ -, $-C=C$ -, or $-C\equiv C$; or

- (e) CN, N(R^a)(R^b), NO₂, F, Cl, Br, I, -OR^a, -SR^a, -OCON(R^a)(R^b), -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), -N(R^a)CON(R^a)(R^b), -N(R^a)SO₂N(R^a)(R^b), -C(OR^b)R^a, -C(OR^a)CF₃, -C(NHR^a)CF₃, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -NHSO₂(C₁₋₆-alkyl), -NHSO₂-aryl, SO₂N(R^a)(R^b), -CH₂OSO₂N(R^a)(R^b), SO₂N(R^b)-OR^a, -C(=NH)NH₂, -CR_a=N-OR_a, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

R⁶ and R⁷ each independently is:

- (a) H;
- (b) C₁₋₆-alkyl, C₂₋₄-alkenyl, C₂₋₄-alkynyl or C₃₋₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁₋₄)alkyl, OCON(R^a)(R^b), NR^aR^b, COOR^a, CN, CONR^aR^b, N(R^aR^b)CONR^aR^b, N(R^aR^b)SO₂NR^aR^b, SO₂NR^aR^b, S(O)₀₋₂(C₁₋₄-alkyl), -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (c) -O-C₁₋₆-alkyl, -O-C₃₋₆-cycloalkyl, -S-C₁₋₆-alkyl or -S-C₃₋₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁₋₄)alkyl, NH₂, NH(C₁₋₄-alkyl), N(C₁₋₄-alkyl)₂, COOH, CN, CONH₂, CONH(C₁₋₄-alkyl), CONH(C₁₋₄-alkyl)₂, SO₂NH₂, SO₂NH(C₁₋₄-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (d) -C₀₋₄-alkyl-C₁₋₄-perfluoroalkyl, or -O-C₀₋₄-alkyl-C₁₋₄-perfluoroalkyl;
- (e) -O-aryl, or -O-C₁₋₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-

C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-

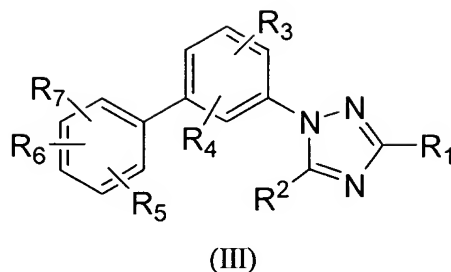
- (f) CN, N(R^a)(R^b), NO₂, F, Cl, Br, I, -OR^a, -SR^a, -OCON(R^a)(R^b), -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), -N(R^a)CON(R^a)(R^b), -N(R^a)SO₂N(R^a)(R^b), -C(OR^b)R^a, -C(OR^a)CF₃, -C(NHR^a)CF₃, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -NHSO₂(C₁₋₆-alkyl), -NHSO₂-aryl, SO₂N(R^a)(R^b), -CH₂OSO₂N(R^a)(R^b), SO₂N(R^b)-OR^a, -C(=NH)NH₂, -CR_a=N-OR_a, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-

with the proviso that when R⁵ and R⁶ are present on adjacent carbon atoms, R⁵ and R⁶, together with the benzene ring to which they are attached, may form a bicyclic aromatic ring selected from naphthyl, indolyl, quinoliny, isoquinoliny, quinoxaliny, benzofuryl, benzothienyl, benzoxazolyl, benzothiazolyl, and benzimidazolyl, any of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) -NO₂, iv) -CHO, v) -O-C₁₋₄alkyl, vi) -N(C₀₋₄alkyl)(C₀₋₄alkyl), vii) -C₀₋₄alkyl-CO-O(C₀₋₄alkyl), viii) -(C₀₋₄alkyl)-NH-CO-O(C₀₋₄alkyl), ix) -(C₀₋₄alkyl)-CO-N(C₀₋₄alkyl)(C₀₋₄alkyl), x) -S(C₀₋₄alkyl), xi) -S(O)(C₁₋₄alkyl), xii) -SO₂(C₀₋₄alkyl), xiii) -SO₂N(C₀₋₄alkyl)(C₀₋₄alkyl), xiv) -NHSO₂(C₀₋₄alkyl)(C₀₋₄alkyl), xv) -C₁₋₁₀alkyl and xvi) -C₁₋₁₀alkyl in which one or more of the carbons can be replaced by a -N(C₀₋₆alkyl)-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(C₀₋₆alkyl)-, -N(C₀₋₆alkyl)-C(O)-, -N(C₀₋₆alkyl)-C(O)-N(C₀₋₆alkyl)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-.

42. (new) The compound according to Claim 41 wherein R⁵ is -OR^a.

43. (new) The compound according to Claim 41 wherein R¹ is optionally substituted C₁-C₆-alkyl, optionally substituted C₃-C₆-cycloalkyl, -C(=O)R^a or CONR^aR^b.

44. (new) A compound represented by Formula (III):

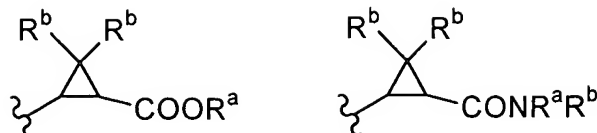


or a pharmaceutically acceptable salt thereof, wherein

R^1 is

- (a) H;
- (b) $-C_6\text{-alkyl}$, $C_2\text{-}C_4\text{-alkenyl}$, $C_2\text{-}C_4\text{-alkynyl}$, $C_3\text{-}C_6\text{-cycloalkyl}$, or $C_1\text{-}C_4\text{-alkyl-[}C_3\text{-}C_6\text{-cycloalkyl]}$, any of which is optionally substituted with one or more of the following substituents: F, CF_3 , OH, O- $(C_1\text{-}C_4)\text{alkyl}$, $S(O)_{0-2}\text{-(}C_1\text{-}C_4)\text{alkyl}$, O- $CONR^aR^b$, NR^aR^b , $N(R^a)CONR^aR^b$, $COO\text{-(}C_1\text{-}C_4)\text{alkyl}$, $COOH$, CN, $CONR^aR^b$, $SO_2NR^aR^b$, $N(R^a)SO_2NR^aR^b$, $-C(=NH)NH_2$, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) $-C_0\text{-}C_4\text{-alkyl-}C_1\text{-}C_4\text{-perfluoroalkyl}$;
- (d) NO_2 ;
- (e) NR^aR^b , $-N(COR^a)R^b$, $-N(SO_2R^a)R^b$, $-N(R^a)CON(R^a)_2$, $-N(R^a)SO_2R^a$, $-N(OR^a)CONR^aR^b$, or $-N(R^a)SO_2N(R^a)_2$;
- (f) $-CH(OR^a)R^a$, $-C(OR^b)CF_3$, $-CH(NHR^b)R^a$, $-C(=O)R^a$, $C(=O)CF_3$, $-SOCH_3$, $-SO_2CH_3$, $COOR^a$, CN, $CONR^aR^b$, $-COCONR^aR^b$, $-SO_2NR^aR^b$, $-CH_2O\text{-}SO_2NR^aR^b$, $SO_2N(R^a)OR^a$, $-C(=NH)NH_2$, $-CR^a=N\text{-}OR^a$, $CH=CHCONR^aR^b$;
- (g) $-CONR^a(CH_2)_{0-2}C(R^a)(R^b)(CH_2)_{0-2}CONR^aR^b$;
- (h) tetrazolyl, tetrazolinonyl, triazolyl, triazolinonyl, imidazolyl, imidazolonyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrazolonyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, or phenyl, any of which is optionally substituted with 1-3 independent substituents selected from i) F, Cl, Br, I, ii) $-CN$, iii) $-NO_2$, iv) $-C(=O)R^a$, v) $C_1\text{-}C_6\text{-alkyl}$, vi) $-OR^a$, vii) $-NR^aR^b$, viii) $-C_0\text{-}C_4\text{-alkyl-}CO\text{-}OR^a$, ix) $-(C_0\text{-}C_4\text{-alkyl})\text{-NH-}CO\text{-}OR^a$, x) $-(C_0\text{-}C_4\text{-alkyl})\text{-CO-}NR^aR^b$, xi) $-S(O)_{0-2}R^a$, xii) $-SO_2NR^aR^b$, xiii) $-NHSO_2R^a$, xiv) $-C_1\text{-}C_4\text{-perfluoroalkyl}$, and xv) $-O\text{-}C_1\text{-}C_4\text{-perfluoroalkyl}$;
- (i) $-C(R^a)=C(R^b)\text{-}COOR^a$, or $-C(R^a)=C(R^b)\text{-}CONR^aR^b$;

(j)



- (k) piperidin-1-yl, morpholin-4-yl, pyrrolidin-1-yl, piperazin-1-yl or 4-subsstituted piperazin-1-yl, any of which is optionally substituted with 1-3 substituents selected from i) -CN, ii) -C(=O)(R^a), iii) C₁-C₆-alkyl, iv) -OR^a, v) -NR^aR^b, vi) -C₀-C₄-alkyl-CO-OR^a, vii) -(C₀-C₄-alkyl)-NH-CO-OR^a, viii) -(C₀-C₄-alkyl)-CON(R^a)(R^b), ix) -SR^a, x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a xiii) -C₁-C₄-perfluoroalkyl and xiv) -O-C₁-C₄-perfluoroalkyl;

R^a is

- (a) H;
- (b) C₁-C₄-alkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, -OCONH₂, -OCONH(C₁-C₄alkyl), -OCON(C₁-C₄alkyl)(C₁-C₄alkyl), -OCONHC₁-C₄alkyl-aryl, -OCON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), NH₂, NH(C₁-C₄alkyl), N(C₁-C₄alkyl)(C₁-C₄alkyl), NH(C₁-C₄alkyl-aryl), N(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), NHCONH₂, NHCONH(C₁-C₄alkyl), NHCONH(C₁-C₄alkyl-aryl), -NHCON(C₁-C₄alkyl)(C₁-C₄alkyl), NHCON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), N(C₁-C₄alkyl)CON(C₁-C₄alkyl)(C₁-C₄alkyl), N(C₁-C₄alkyl)CON(C₁-C₄alkyl)(C₁-C₄alkyl-aryl), COO-(C₁-C₄-alkyl), COOH, CN, CONH₂, CONH(C₁-C₄alkyl), CON(C₁-C₄alkyl)(C₁-C₄alkyl), SO₂NH₂, SO₂NH(C₁-C₄alkyl), SO₂NH(C₁-C₄alkyl-aryl), SO₂N(C₁-C₄alkyl)(C₁-C₄alkyl), NHSO₂NH₂, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) C₀-C₄-alkyl-(C₁-C₄)-perfluoroalkyl; or
- (d) -C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(C₁-C₄-alkyl), v) -O(C₁-C₄-alkyl), vi) -N(C₁-C₄-alkyl)(C₁-C₄-alkyl), vii) -C₁-₁₀alkyl, and viii) -C₁-₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

R^b is

- (a) H; or

- (b) C₁-C₆-alkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, -OCONH₂, -OCONH(C₁-C₄alkyl), NH₂, NH(C₁-C₄alkyl), N(C₁-C₄alkyl)(C₁-C₄alkyl), NHCONH₂, NHCONH(C₁-C₄alkyl), -NHCON(C₁-C₄alkyl)(C₁-C₄alkyl), COO-(C₁-C₄-alkyl), COOH, CN, or CONH₂;

R² is:

- (a) H;
- (b) -C₁-C₄-alkyl, -C₃-C₆-cycloalkyl or -C₁-C₄-alkyl-(C₃-C₆)-cycloalkyl, optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁-C₄)alkyl, S(O)₀₋₂-(C₁-C₄)alkyl, O-CONR^aR^b, NR^aR^b, N(R^a)CONR^aR^b, COO-(C₁-C₄)alkyl, COOH, CN, CONR^aR^b, SO₂NR^aR^b, N(R^aR^b)SO₂NR^aR^b, -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl or piperazinyl;
- (c) -C₀-C₄-alkyl-C₁-C₄-perfluoroalkyl;
- (d) aryl or -(C₁-C₄-alkyl)-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;
- (e) -C(=O)(R^a), -CONR^aR^b, -COO-(C₁-C₄)alkyl, -SO₂R^a, -SO₂N(R^a)(R^b);

R³ and R⁴ each independently is:

- (a) H;
- (b) -C₁-C₆-alkyl, -C₂-C₆-alkenyl, -C₂-C₆-alkynyl or -C₃-C₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, -O-(C₁-C₄)alkyl, CN, -N(R^a)(R^b), -N(R^a)CO-(C₁-C₄)alkyl, COOR^b, CON(R^a)(R^b) or phenyl;
- (c) -O-C₀-C₆-alkyl, -O-aryl, or -O-C₁-C₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix)

-(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

(d) -C₀₋₄alkyl-C₁₋₄-perfluoroalkyl, or -O-C₀₋₄alkyl-C₁₋₄-perfluoroalkyl; or

(e) CN, NH₂, NO₂, F, Cl, Br, I, OH, OCON(R^a)(R^b) O(C₁₋₄alkyl)CONR^aR^b, -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-; and

R⁵ is attached at the ortho position and is:

(a) C₁₋₆alkyl, C₂₋₄alkenyl, C₂₋₄alkynyl or C₃₋₆cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁₋₄alkyl), OCON(R^a)(R^b), NR^aR^b, COOR^a, CN, CONR^aR^b, N(R^aR^b)CONR^aR^b, N(R^aR^b)SO₂NR^aR^b, SO₂NR^aR^b, S(O)₀₋₂(C₁₋₄alkyl), -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(b) -O-C₁₋₆alkyl, -O-C₃₋₆cycloalkyl, -S-C₁₋₆alkyl or -S-C₃₋₆cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁₋₄alkyl), NH₂, NH(C₁₋₄alkyl), N(C₁₋₄alkyl)₂, COOH, CN, CONH₂, CONH(C₁₋₄alkyl), CONH(C₁₋₄alkyl)₂, SO₂NH₂, SO₂NH(C₁₋₄alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;

(c) -C₀₋₄alkyl-C₁₋₄-perfluoroalkyl, or -O-C₀₋₄alkyl-C₁₋₄-perfluoroalkyl;

(d) -O-aryl, or -O-C₁₋₄alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋

10alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-; or

- (e) CN, N(R^a)(R^b), NO₂, F, Cl, Br, I, -OR^a, -SR^a, -OCON(R^a)(R^b), -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), -N(R^a)CON(R^a)(R^b), -N(R^a)SO₂N(R^a)(R^b), -C(OR^b)R^a, -C(OR^a)CF₃, -C(NHR^a)CF₃, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -NHSO₂(C₁₋₆-alkyl), -NHSO₂-aryl, SO₂N(R^a)(R^b), -CH₂OSO₂N(R^a)(R^b), SO₂N(R^b)-OR^a, -C(=NH)NH₂, -CR_a=N-OR_a, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

R⁶ and R⁷ each independently is:

- (a) H;
- (b) C₁₋₆-alkyl, C₂₋₄-alkenyl, C₂₋₄-alkynyl or C₃₋₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁₋₄)alkyl, OCON(R^a)(R^b), NR^aR^b, COOR^a, CN, CONR^aR^b, N(R^aR^b)CONR^aR^b, N(R^aR^b)SO₂NR^aR^b, SO₂NR^aR^b, S(O)₀₋₂(C₁₋₄-alkyl), -C(=NH)NH₂, tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (c) -O-C₁₋₆-alkyl, -O-C₃₋₆-cycloalkyl, -S-C₁₋₆-alkyl or -S-C₃₋₆-cycloalkyl, any of which is optionally substituted with one or more of the following substituents: F, CF₃, OH, O-(C₁₋₄)alkyl, NH₂, NH(C₁₋₄-alkyl), N(C₁₋₄-alkyl)₂, COOH, CN, CONH₂, CONH(C₁₋₄-alkyl), CONH(C₁₋₄-alkyl)₂, SO₂NH₂, SO₂NH(C₁₋₄-alkyl), tetrazolyl, triazolyl, imidazolyl, oxazolyl, oxadiazolyl, isooxazolyl, thiazolyl, furyl, thienyl, pyrazolyl, pyrrolyl, pyridyl, pyrimidinyl, pyrazinyl, phenyl, piperidinyl, morpholinyl, pyrrolidinyl, or piperazinyl;
- (d) -C₀₋₄-alkyl-C₁₋₄-perfluoroalkyl, or -O-C₀₋₄-alkyl-C₁₋₄-perfluoroalkyl;
- (e) -O-aryl, or -O-C₁₋₄-alkyl-aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v)

-OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

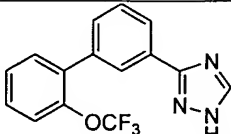
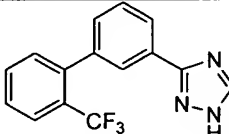
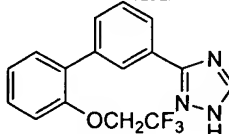
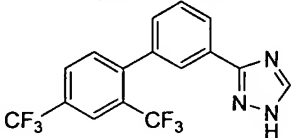
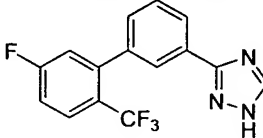
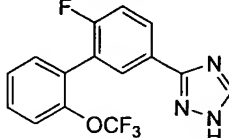
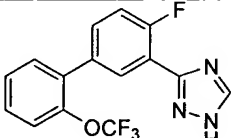
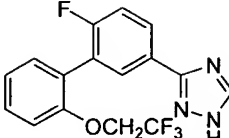
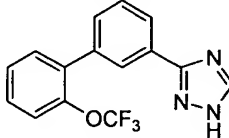
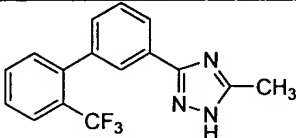
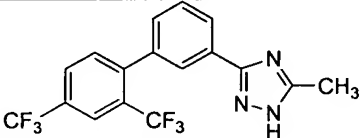
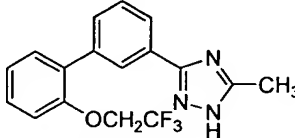
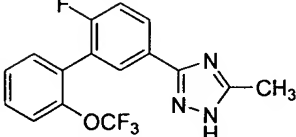
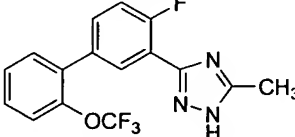
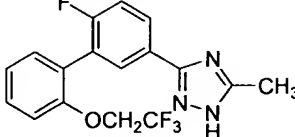
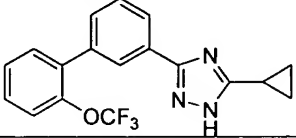
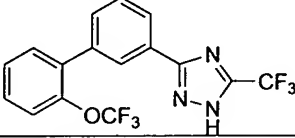
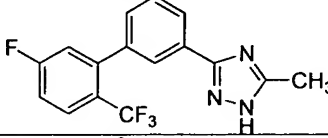
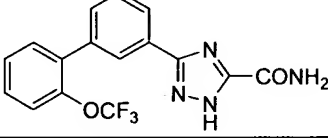
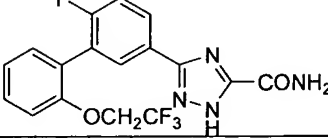
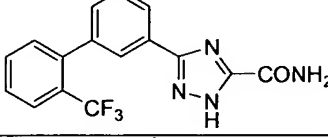
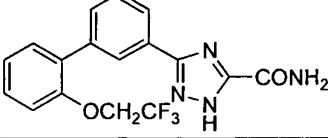
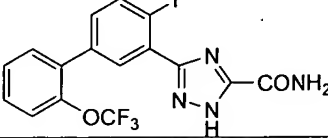
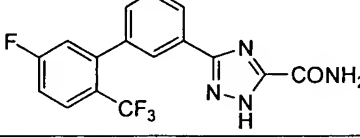

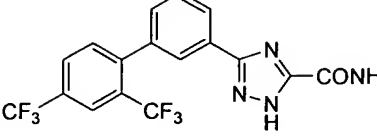
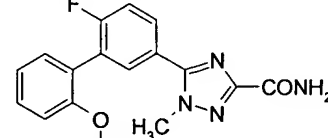
- (f) CN, N(R^a)(R^b), NO₂, F, Cl, Br, I, -OR^a, -SR^a, -OCON(R^a)(R^b), -OSO₂N(R^a)(R^b), COOR^b, CON(R^a)(R^b), -N(R^a)CON(R^a)(R^b), -N(R^a)SO₂N(R^a)(R^b), -C(OR^b)R^a, -C(OR^a)CF₃, -C(NHR^a)CF₃, -C(=O)R^a, C(=O)CF₃, -SOCH₃, -SO₂CH₃, -NHSO₂(C₁₋₆-alkyl), -NHSO₂-aryl, SO₂N(R^a)(R^b), -CH₂OSO₂N(R^a)(R^b), SO₂N(R^b)-OR^a, -C(=NH)NH₂, -CR_a=N-OR_a, CH=CH or aryl, wherein aryl is phenyl, pyridyl, pyrimidinyl, furyl, thienyl, pyrrolyl, triazolyl, pyrazolyl, thiazolyl, isoxazolyl, oxazolyl, or oxadiazolyl, any aryl of which is optionally substituted with 1-3 substituents selected from i) F, Cl, Br, I, ii) -CN, iii) -NO₂, iv) -C(=O)(R^a), v) -OR^a, vi) -NR^aR^b, vii) -C₀₋₄alkyl-CO-OR^a, viii) -(C₀₋₄alkyl)-NH-CO-OR^a, ix) -(C₀₋₄alkyl)-CO-N(R^a)(R^b), x) -S(O)₀₋₂R^a, xi) -SO₂N(R^a)(R^b), xii) -NR^aSO₂R^a, xiii) -C₁₋₁₀alkyl, and xiv) -C₁₋₁₀alkyl, wherein one or more of the alkyl carbons can be replaced by a -NR^a-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(R^a)-, -N(R^a)-C(O)-, -N(R^a)-C(O)-N(R^a)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-;

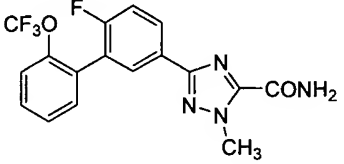
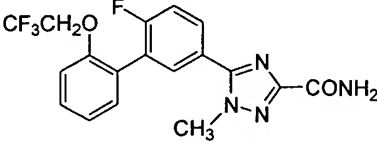
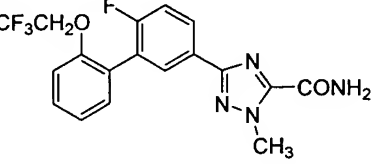
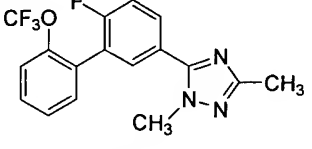
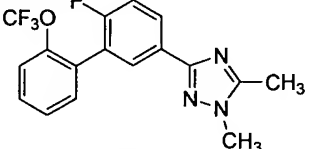
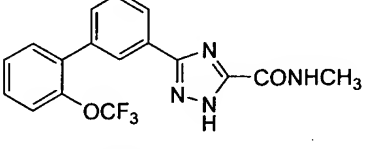
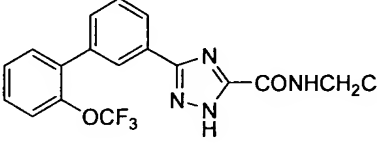
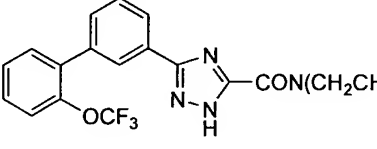
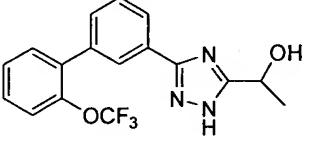
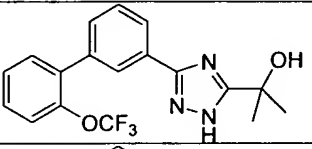
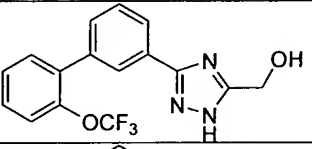
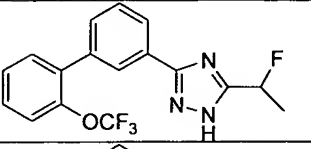
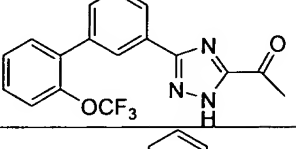
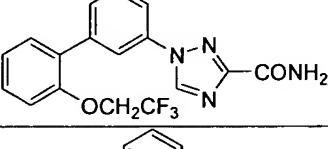
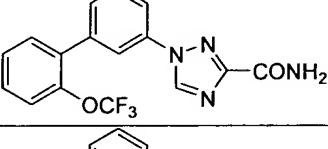
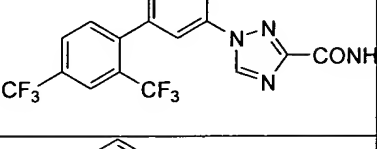
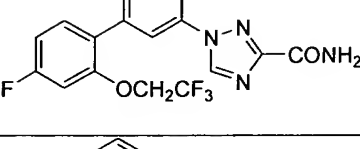
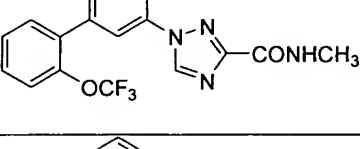
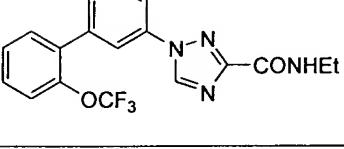
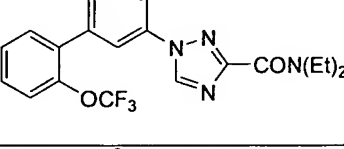
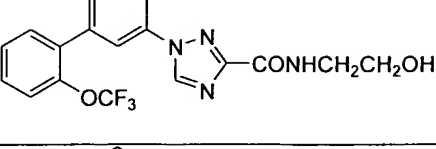
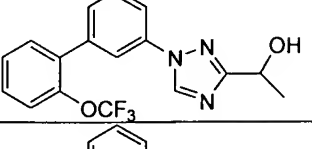
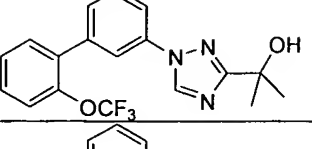
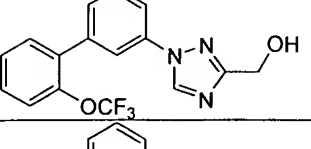
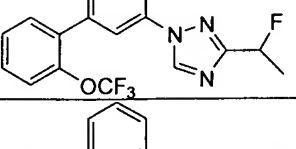
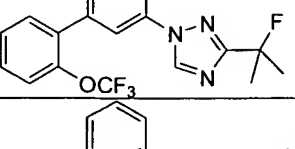
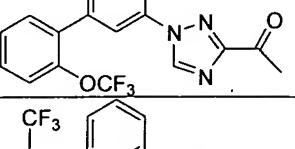
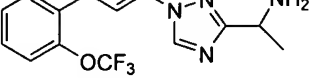
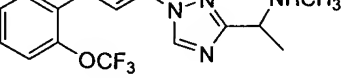
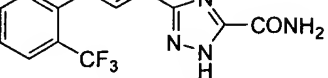
with the proviso that when R⁵ and R⁶ are present on adjacent carbon atoms, R⁵ and R⁶, together with the benzene ring to which they are attached, may form a bicyclic aromatic ring selected from naphthyl, indolyl, quinoliny, isoquinoliny, quinoxaliny, benzofuryl, benzothienyl, benzoxazolyl, benzothiazolyl, and benzimidazolyl, any of which is optionally substituted with 1-4 independent substituents selected from i) halogen, ii) -CN, iii) -NO₂, iv) -CHO, v) -O-C₁₋₄alkyl, vi) -N(C₀₋₄alkyl)(C₀₋₄alkyl), vii) -C₀₋₄alkyl-CO-O(C₀₋₄alkyl), viii) -(C₀₋₄alkyl)-NH-CO-O(C₀₋₄alkyl), ix) -(C₀₋₄alkyl)-CO-N(C₀₋₄alkyl)(C₀₋₄alkyl), x) -S(C₀₋₄alkyl), xi) -S(O)(C₁₋₄alkyl), xii) -SO₂(C₀₋₄alkyl), xiii) -SO₂N(C₀₋₄alkyl)(C₀₋₄alkyl), xiv) -NHSO₂(C₀₋₄alkyl)(C₀₋₄alkyl), xv) -C₁₋₁₀alkyl and xvi) -C₁₋₁₀alkyl in which one or more of the carbons can be replaced by a -N(C₀₋₆alkyl)-, -O-, -S(O)₁₋₂-, -O-C(O)-, -C(O)-O-, -C(O)-N(C₀₋₆alkyl)-, -N(C₀₋₆alkyl)-C(O)-, -N(C₀₋₆alkyl)-C(O)-N(C₀₋₆alkyl)-, -C(O)-, -CH(OH)-, -C=C-, or -C≡C-.

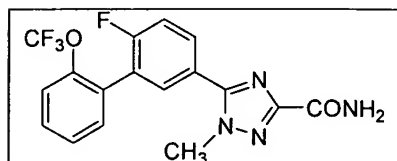
45. (new) The compound according to Claim 44 wherein R⁵ is -OR^a.

46 (new) The compound according to Claim 44 wherein R¹ is optionally substituted C₁-C₆-alkyl, optionally substituted C₃-C₆-cycloalkyl, -C(=O)R^a or CONR^aR^b.

47. (new) A compound selected from the following table



48. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound according to Claim 37, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

49. (new) The pharmaceutical composition according to Claim 48, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs , xii) selective serotonin reuptake inhibitors , xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

50. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound according to Claim 41, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

51. (new) The pharmaceutical composition according to Claim 50, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs , xii) selective serotonin reuptake inhibitors , xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

52. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound according to Claim 44, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

53. (new) The pharmaceutical composition according to Claim 52, further comprising a second therapeutic agent selected from the group consisting of: i) opiate agonists, ii) opiate antagonists, iii) calcium channel antagonists, iv) 5HT receptor agonists, v) 5HT receptor antagonists vi) sodium channel antagonists, vii) NMDA receptor agonists, viii) NMDA receptor antagonists, ix) COX-2 selective inhibitors, x) NK1 antagonists, xi) non-steroidal anti-inflammatory drugs, xii) selective serotonin reuptake inhibitors, xiii) selective serotonin and norepinephrine reuptake inhibitors, xiv) tricyclic antidepressant drugs, xv) norepinephrine modulators, xvi) lithium, xvii) valproate, and xviii) neurontin.

54. (new) A method of treatment or prevention of pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 37, or a pharmaceutically acceptable salt thereof.

55. (new) A method of treatment or prevention of one or more of the following diseases or conditions:

- (1) chronic, visceral, inflammatory and/or neuropathic pain syndromes;
- (2) pain resulting from, or associated with, traumatic nerve injury, nerve compression or entrapment, postherpetic neuralgia, trigeminal neuralgia, diabetic neuropathy, cancer and/or chemotherapy;
- (3) chronic lower back pain;
- (4) phantom limb pain;
- (5) HIV- and HIV treatment-induced neuropathy, chronic pelvic pain, neuroma pain, complex regional pain syndrome, chronic arthritic pain and/or related neuralgias;
- (6) irritable bowel syndrome and/or Crohn's disease;
- (7) epilepsy and/or partial and generalized tonic seizures;
- (8) multiple sclerosis;
- (9) bipolar disorder;
- (10) tachy-arrhythmias;

comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 37, or a pharmaceutically acceptable salt thereof.

56. (new) A method of administering local anesthesia comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 37, or a pharmaceutically acceptable salt thereof.

57. (new) A method for neuroprotection under ischaemic conditions caused by stroke or neural trauma comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 37, or a pharmaceutically acceptable salt thereof.

58. (new) A method of treatment or prevention of pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 41, or a pharmaceutically acceptable salt thereof.

59. (new) A method of treatment or prevention of one or more of the following diseases or conditions:

- (1) chronic, visceral, inflammatory and/or neuropathic pain syndromes;
- (2) pain resulting from, or associated with, traumatic nerve injury, nerve compression or entrapment, postherpetic neuralgia, trigeminal neuralgia, diabetic neuropathy, cancer and/or chemotherapy;
- (3) chronic lower back pain;
- (4) phantom limb pain;
- (5) HIV- and HIV treatment-induced neuropathy, chronic pelvic pain, neuroma pain, complex regional pain syndrome, chronic arthritic pain and/or related neuralgias;
- (6) irritable bowel syndrome and/or Crohn's disease;
- (7) epilepsy and/or partial and generalized tonic seizures;
- (8) multiple sclerosis;
- (9) bipolar disorder;

(10) tachy-arrhythmias;

comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 41, or a pharmaceutically acceptable salt thereof.

60. (new) A method of administering local anesthesia comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 41, or a pharmaceutically acceptable salt thereof.

61. (new) A method for neuroprotection under ischaemic conditions caused by stroke or neural trauma comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 41, or a pharmaceutically acceptable salt thereof.

62. (new) A method of treatment or prevention of pain comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 44, or a pharmaceutically acceptable salt thereof.

63. (new) A method of treatment or prevention of one or more of the following diseases or conditions:

- (1) chronic, visceral, inflammatory and/or neuropathic pain syndromes;
- (2) pain resulting from, or associated with, traumatic nerve injury, nerve compression or entrapment, postherpetic neuralgia, trigeminal neuralgia, diabetic neuropathy, cancer and/or chemotherapy;
- (3) chronic lower back pain;
- (4) phantom limb pain;
- (5) HIV- and HIV treatment-induced neuropathy, chronic pelvic pain, neuroma pain, complex regional pain syndrome, chronic arthritic pain and/or related neuralgias;
- (6) irritable bowel syndrome and/or Crohn's disease;
- (7) epilepsy and/or partial and generalized tonic seizures;
- (8) multiple sclerosis;

- (9) bipolar disorder;
- (10) tachy-arrhythmias;

comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 44, or a pharmaceutically acceptable salt thereof.

64. (new) A method of administering local anesthesia comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 44, or a pharmaceutically acceptable salt thereof.

65. (new) A method for neuroprotection under ischaemic conditions caused by stroke or neural trauma comprising the step of administering to a patient in need thereof a therapeutically effective amount, or a prophylactically effective amount, of a compound according to Claim 44, or a pharmaceutically acceptable salt thereof.